

EXHIBIT D

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

UNITED STATES OF AMERICA :
450 Fifth Street NW, Suite 8000 : Case No.
Washington, DC 20530 : 1:23-cv-10511-WGY

COMMONWEALTH OF MASSACHUSETTS :
One Ashburton Place, 18th Floor :
Boston, MA 02108 :

DISTRICT OF COLUMBIA :
400 Sixth Street NW, Tenth Floor :
Washington, DC 20001 :

STATE OF CALIFORNIA :
300 South Spring Street :
Suite 1702 :
Los Angeles, CA 90013 :

STATE OF MARYLAND :
200 St. Paul Place, 19th Floor :
Baltimore, MD 21202 :

STATE OF NEW JERSEY :
124 Halsey Street - 5th Floor :
Newark, New Jersey 07102 :

STATE OF NEW YORK :
28 Liberty Street, 20th Floor :
New York, NY 10005 :
-and- :

STATE OF NORTH CAROLINA :
P.O. Box 629 :
Raleigh, NC 27602 :

Plaintiffs,

vs.

JETBLUE AIRWAYS CORPORATION :
27-01 Queens Plaza North :
Long Island City, NY 11101 :
-and- :
SPIRIT AIRLINES, INC., :
2800 Executive Way :
Miramar, FL 33025 :

Defendants.

1 that?

2 A. No.

3 Q. Also based on the statements that JetBlue
4 made when it announced the merger with Spirit, do
5 you anticipate a reduction in capacity on routes
6 that Spirit currently serves?

7 A. If they reduce the seats on the plane,
8 there would have to be a reduction in capacity.

9 Q. As a result of the proposed merger, do you
10 expect that some consumers will be priced out of air
11 travel on routes that Spirit currently serves?

12 MR. HUSENY: Objection. Foundation. Calls
13 for speculation.

14 A. I've thought about this a lot. Day one,
15 yes. Within some period of time, likely within a
16 year or two, I doubt there will be that many left
17 paying high prices.

18 Q. (By Mr. Briggs) Do you anticipate that if
19 the merger of JetBlue and Spirit takes place,
20 Frontier would be able to replace Spirit's role in
21 the marketplace?

22 A. On our own, that would take numerous years,
23 just -- just growth rates. The industry overall,
24 however -- I think with Allegiant's order book, with
25 Avelo growing up, Breeze, Sun Country, I think it

1 could happen much sooner, obviously. Not -- maybe
2 not us.

3 But I think -- what happens in the
4 marketplace is it -- it's actually pretty efficient
5 because there's transparent data. And so I would
6 expect that whether we or another carrier sees
7 fares -- if fares do rise disproportionately, you're
8 going to see a market response to that. You'll see
9 capacity chase that -- those higher prices sooner
10 rather than later.

11 Q. And would that response in the marketplace
12 require capacity to be shifted from other markets?

13 A. If it's underperforming, potentially. But
14 I think most of these carriers have enough growth
15 plans that this should be incremental growth. I
16 know in our case it would be.

17 MR. BRIGGS: We've been going for not quite
18 an hour, but I'd like to go off the record for a few
19 minutes. Can we take five?

20 THE DEPONENT: Yeah. Sure.

21 MR. BRIGGS: Great. Thank you.

22 THE VIDEOGRAPHER: Going off the record at
23 12:52 p.m.

24 (Recess from 12:52 p.m. to 1:00 p.m.)

25 (Ms. Torres Paez is present.)